

GENERAL MILLS INC
Form 8-K
September 29, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **September 23, 2014**

GENERAL MILLS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

001-01185
(Commission
File Number)

41-0274440
(IRS Employer
Identification No.)

Number One General Mills Boulevard
Minneapolis, Minnesota
(Address of Principal Executive Offices)

55426
(Zip Code)

Registrant's telephone number, including area code: **(763) 764-7600**

Edgar Filing: GENERAL MILLS INC - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.07**Submission of Matters to a Vote of Security Holders.**

On September 23, 2014, General Mills, Inc. held its 2014 Annual Meeting of Stockholders. There were 514,519,818 shares of common stock represented either in person or by proxy at this meeting. We have disclosed the final results for each matter voted upon, including the number of votes cast for or against, the number of abstentions, and as applicable, the number of broker non-votes.

1. **Election of Directors.** Stockholders elected the following individuals as directors, each to serve a one-year term expiring at the company's 2015 Annual Meeting of Stockholders, by the following votes:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|----------------|----------------|-------------------------|
| Bradbury H. Anderson | 394,902,696 | 2,231,019 | 2,157,486 | 115,228,617 |
| R. Kerry Clark | 341,094,443 | 55,644,138 | 2,552,620 | 115,228,617 |
| Paul Danos | 394,012,498 | 2,877,862 | 2,400,841 | 115,228,617 |
| Henrietta H. Fore | 392,805,017 | 4,337,013 | 2,149,171 | 115,228,617 |
| Raymond V. Gilmartin | 388,081,117 | 9,048,428 | 2,161,656 | 115,228,617 |
| Judith Richards Hope | 384,870,486 | 12,346,784 | 2,073,931 | 115,228,617 |
| Heidi G. Miller | 388,850,057 | 8,348,080 | 2,093,064 | 115,228,617 |
| Hilda Ochoa-Brillembourg | 389,684,019 | 7,384,288 | 2,222,894 | 115,228,617 |
| Steve Odland | 388,357,982 | 8,778,386 | 2,154,833 | 115,228,617 |
| Kendall J. Powell | 378,567,211 | 12,410,631 | 8,313,359 | 115,228,617 |
| Michael D. Rose | 387,926,488 | 9,120,458 | 2,244,255 | 115,228,617 |
| Robert L. Ryan | 394,208,513 | 2,863,717 | 2,218,971 | 115,228,617 |
| Dorothy A. Terrell | 385,680,457 | 11,512,587 | 2,098,157 | 115,228,617 |

Edgar Filing: GENERAL MILLS INC - Form 8-K

2. **Advisory Vote on Executive Compensation.** Stockholders approved the company's compensation for its named executive officers on an advisory basis. The proposal was supported by 94.3% of the votes cast for and against it.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 369,030,161 | 22,341,600 | 7,919,440 | 115,228,617 |

3. **Ratification of Appointment of Independent Registered Public Accounting Firm.** Stockholders ratified the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending May 31, 2015. The proposal was supported by 99.1% of the votes cast for and against it.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 507,676,639 | 4,503,074 | 2,340,105 | 0 |

4. **Stockholder Proposal for a Report on Unrecyclable Packaging.** Stockholders did not approve a stockholder proposal for a report assessing the environmental impact of continuing to use unrecyclable brand packaging. The proposal was supported by 6.5% of the votes cast for and against it:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|------------|------------------|
| 24,718,410 | 356,782,709 | 17,790,082 | 115,228,617 |

5. **Stockholder Proposal for Elimination of Genetically Modified Ingredients.** Stockholders did not approve a stockholder proposal for adoption of a policy for removing genetically modified ingredients from products sold or manufactured by the company. The proposal was supported by 2.2% of the votes cast for and against it:

| For | Against | Abstain | Broker Non-Votes |
|-----------|-------------|------------|------------------|
| 8,289,777 | 375,388,685 | 15,612,739 | 115,228,617 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 26, 2014

GENERAL MILLS, INC.

| | | |
|-----|-------------------------|--|
| By: | /s/ Roderick A. Palmore | |
| | Name: | Roderick A. Palmore |
| | Title: | Executive Vice President, General Counsel and Secretary |